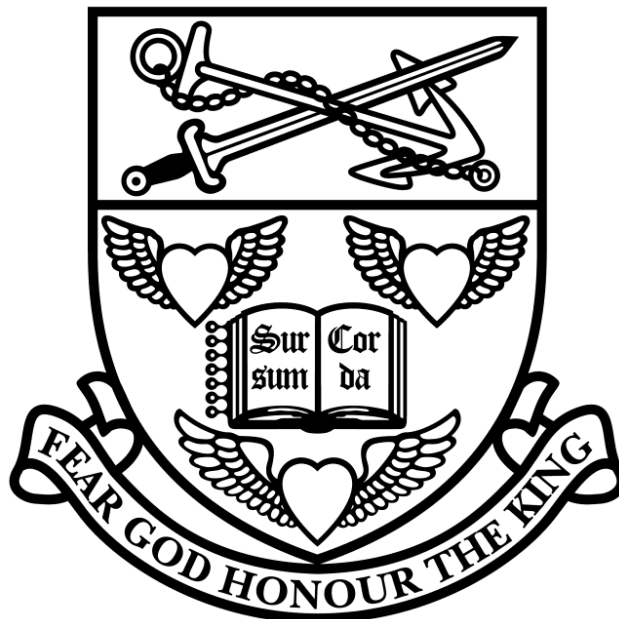


# Rules as adopted at the AGM 2<sup>nd</sup> December 2023

## **BACKGROUND**

The Haileybury Society was established on 2<sup>nd</sup> August 1957 and incorporated the Old Haileyburian Society (1895-1957) and the USC & ISC Society (1947-1957), which itself was an amalgamation of the Old United Services College Society (1899-1947) and the Imperial Service College Old Boys Society (1925-1947). Membership of the Haileybury Society is open to former pupils, past members of staff, and Governors of Haileybury and Imperial Service College; and to old boys, members of staff and Governors of Haileybury College, of the United Services College, of St Mark's School and of the Imperial Service College. The schools referred to in this paragraph are together called "the Haileybury Network".



## RULES OF THE HAILEYBURY SOCIETY

### PURPOSES

1. The purposes of the Society are
  - (i) to assist and promote educational objects in connection with Haileybury and Imperial Service College (“Haileybury”);
  - (ii) to form a bond between Haileybury and the Society; and
  - (iii) to develop and strengthen the spirit of service to the community.
2. The Society has the power to do anything which is incidental or conducive to the furtherance of its purposes which will include but not be limited to
  - (i) Provision of grants and/or other forms of support to Haileybury
  - (ii) Encouragement and management of social or other events to create and maintain a strong and positive bond between Haileybury and Society members
  - (iii) Investment of financial assets to provide funds for the furtherance of the purposes
  - (iv) Acceptance of gifts, endowments or other funds from within the membership or elsewhere to support the purposes

### MEMBERSHIP

3. In addition to those who are already members through the Haileybury Network, each of the following shall be eligible to become a member of the Society (“Member” or “Member of the Society”):
  - (i)
    - a. every former pupil shall, having paid the Life Subscription current at the time, become a Member of the Society without being liable to any further expense.
    - b. Past members of staff who have served Haileybury for not less than seven years and Governors of Haileybury shall be eligible to become Honorary Members without subscription.
    - c. Any person, whether or not eligible for membership as above, who has rendered outstanding service to Haileybury or to the Society, may be elected an Honorary Member of the Society by a majority of those present and voting at a Trustees Meeting.
  - (ii) Honorary Members may participate fully in Society activities, and shall have voting rights, but not be eligible for nomination as President or President-Elect.

### OFFICERS

4. The Officers of the Society shall be the President, the Chairman of Trustees, the Treasurer and the Society Secretary, all as described below who collectively shall form the executive management of the Society. The Officers shall be responsible for
  - i. Making proposals to the Trustees regarding policies and activities of the Society;
  - ii. Nominating each year from among its Members suitable candidates for election or re-election at the Annual General Meeting to serve as Trustees to replace those retiring by rotation or otherwise;
  - iii. Nominating candidates for election at the Annual General Meeting as President and President-Elect;
  - iv. Proposing Honorary Members of the Society pursuant to Rule 0 i c;
  - v. Terminating, suspending and reinstating membership of the Society pursuant to Rules 22 and 233;
  - vi. Advising on changes to the Life Subscription;
  - vii. Advising on proposed changes to the Rules of the Society;
  - viii. Noting and commenting on budgetary plans and Financial Statements, prepared by the Officers.
5. The **President**, who will normally hold office for two years, shall be nominated by the Trustees from among the Members of the Society for election at the relevant Annual General Meeting (“AGM”) to take office on the following day. At the AGM at least one year before the current term is due to end, the **President-Elect**, who is elected to succeed the President in office, shall be nominated to take office as President Elect on the following day. If the President is unable to complete his or her term of office, the Trustees may appoint as President, the President Elect, a Past President who is a Trustee, or another Trustee, to hold office until the next Annual General Meeting.

- (i) The role of the President is to represent the Society on formal occasions, to preside at Society functions and events, to chair meetings of the General Committee, to preside at Annual and Special General Meetings of Members, and to contribute to effective liaison between the Society and Haileybury.
6. The Chairman of Trustees, who will normally hold office for three years shall be elected by the Trustees. The Chairman of Trustees may be eligible for election to a second term but shall not normally hold office for more than two consecutive terms of three years
- (i) The role of the Chairman of Trustees is to chair meetings of the trustees and provide general leadership and governance for the affairs and funds of the Society, including ensuring appropriate governance of any sub committees, and to contribute to effective liaison between the Society, Haileybury and related Trust(s).
7. The **Treasurer**, who will normally hold office for three years, shall be elected by the Trustees. The Treasurer may be eligible for election to a second term but shall not normally hold office for more than two consecutive terms of three years
- (i) The role of the Treasurer is to take responsibility for the day-to-day financial affairs of the Society, to provide financial oversight for the Society and to prepare such budgetary plans as are required by the Trustees and to contribute to effective liaison between the Society and Haileybury.
8. The **Society Secretary**, who will normally hold office for two years, shall be elected by the Trustees unless employed in accordance with Rule 16 . The Society Secretary may be eligible for election to two further terms (i.e. up to six years in total) but shall not normally hold office for more than three consecutive terms of two years.
- (i) The role of the Society Secretary is to represent the Society on formal occasions, at Society functions and events, to provide day to day operational management of the Society, including as required line management of any staff, and commissioning of any expenditure in accordance with Trustee approval extant at that time, and to contribute to effective liaison between the Society and Haileybury.

## LIABILITY

9. The liability of any Officer, Trustee, or other Member of the Society is limited to £1.

## THE TRUSTEES

10. Nine members of the Society shall be elected from time to time from the members to be Trustees of the Society's funds and other assets. The trustees, of whom five shall form a quorum, shall elect from their group a Chair to serve in accordance with Rule 6
11. Candidates for election to the Trustees, who must be Members of the Society, shall be nominated by at least two Members of the Society by notice to the Society Secretary in writing not less than fourteen days before the date of the Annual General Meeting at which their election is to be proposed. Elected members of the Trustees will normally serve in accordance with Rule 1212
12. Trustees shall normally serve for a term of three years
- i. Subject to their agreement to serve and confirmation each year at the Annual General Meeting
  - ii. provided that a Member will not be eligible to be a Trustee for more than three years or (if they have attended at least six trustee meetings during those three years) more than six years following which they will not be eligible for re-nomination and election as a Trustee until after an interval of one year.
  - iii. if re-elected for a second term, following rule 12 ii above, they will not be eligible for re-nomination and election as a Trustee for a further term until after an interval of one year after the second term. In the event that a Trustee is elected, during their tenure, to a post as Officer of the Society (in accordance with Rules 4, 6, 7, & 8 respectively), the term of such post will take precedence over the retirement as a Trustee and the member will continue to serve as a trustee until retiring from that post.

13. The general papers and financial reports for Trustees meetings shall be prepared and circulated by the Society Secretary and the Treasurer, who shall both also attend the meetings, but shall not be eligible to vote unless previously elected as Trustees in their own right.
14. The Trustees may also invite any person with specialist expertise, such as a representative of the Society's Auditors or Investment Managers, to attend their meetings in a non-voting capacity.
15. The Trustees, who shall meet at least three times per year, shall have all the statutory general and specific powers and responsibilities of trustees, and shall ensure that the affairs and funds of the Society are properly, effectively and efficiently managed in accordance with the purposes of the Society and with these Rules. They shall in particular have the following powers and responsibilities:
  - i. To appoint the Chairman of Trustees, the Treasurer and Society Secretary upon retirement of the incumbent. During his or her term of office as an Officer the person so appointed shall not be subject to re-election as a Trustee at the Annual General Meeting;
  - ii. To fill a vacancy in their membership until the next Annual General Meeting;
  - iii. To implement, after approval at an AGM, changes in the Life Subscription;
  - iv. To implement, after approval at an AGM, changes in the Society's Rules;
  - v. To appoint any other Officers or staff they may consider appropriate, and to settle their remuneration and all other terms and conditions of their appointment;
  - vi. To appoint any Honorary Officers they may consider appropriate or necessary;
  - vii. To approve and monitor budgetary plans, including grants, awards and fund-raising initiatives;
  - viii. To consider and act on proposals made by members regarding activities of the Society;
  - ix. To appoint investment managers;
  - x. To appoint necessary Sub-Committees; the membership of any such Sub-Committee may, at the discretion of the Trustees, include Members of the Society who are not Trustees, provided that the membership of any Investment Sub-Committee they appoint must include at least three Trustees;
  - xi. To draw up the Annual Trustees' Report and Financial Statements for submission to the Annual General Meeting.
  - xii. To nominate auditors for the Society
  - xiii. To remove any Officer from post, providing a minimum of two thirds of the Trustees present at a quorate meeting agree.

## **EXECUTIVE OFFICERS**

16. The Trustees may appoint full or part-time Executive Officers, pursuant to Rule 8 to carry out the functions of the Society Secretary and/or the Treasurer, notwithstanding that his or her office may be designated or described by some other title. In such event, all references in these Rules to Society Secretary and/or Treasurer shall be construed accordingly.
17. The Executive Officers shall be accountable to the Trustees for the exercise of their responsibilities, normally through the Chairman of Trustees, or in such other manner as the Trustees may direct.

## **ANNUAL GENERAL MEETING**

18. The Annual General Meeting shall be held before the end of each calendar year on a day, at a time and at a place established by the Trustees. The Society Secretary shall ensure that written notice of the meeting, including a copy of the agenda and necessary supporting documentation, shall be despatched at least twenty-one days before the date of the meeting to all Members whose addresses are known to the Society. Electronic notification (e.g. email) will constitute written notice, where these details are known.
19. Members attending the Annual General Meeting shall be invited to:
  - i. Receive the Trustees' Annual Report and approve the audited Financial Statements of the Society for the year ended the previous 31<sup>st</sup> day of May;
  - ii. Receive Reports from the President, the Master of Haileybury and, as necessary, from any other Officer of the Society;
  - iii. Elect the President, the President-Elect, the Trustees as appropriate and the Auditors;
  - iv. Approve changes in the Life Subscription proposed by the Trustees;

- v. Approve changes to these Rules proposed pursuant to the provisions of Rule 24;
- vi. Approve the appointment/re-appointment of the Society's auditors
- vii. Raise, under any other business, any matters they may wish for the consideration of the Trustees for action or for reporting back.

20. Each Member present in person and eligible to vote at an Annual General Meeting shall have one vote.

### **SPECIAL GENERAL MEETINGS**

21. The Trustees in their discretion may, and upon being requested in writing by twenty-five Members of the Society shall, call a Special General Meeting, of which at least twenty-one days' notice in writing, stating the object of the Meeting, shall be given. Electronic notification (e.g. email) will constitute written notice, where these details are known.

- i. Each Member present in person and eligible to vote at a Special General Meeting shall have one vote, and, in the case of a Special General Meeting convened for the purpose of dissolving the Society, each Member who has lodged with the Society Secretary a proxy pursuant to Rule 25 shall have one vote by proxy provided he or she is not present in person at the meeting.

### **TERMINATION, SUSPENSION AND REINSTATEMENT OF MEMBERSHIP**

22. If it appears to the Trustees that the conduct of a Member, or a pupil still at Haileybury whose Life Subscription has been paid, is such as to bring discredit upon the Society or Haileybury, the Trustees may decide by a majority of two thirds of those present and voting at a Trustees meeting that that person shall cease to be a Member, or in the case of a pupil still at Haileybury that the person shall not be brought into membership, for either a defined or indefinite period of time. Any such decision will be reported at the subsequent AGM.

23. Any person whose membership has been terminated or suspended may apply to be reinstated after the period defined above has expired or, in the case of an indefinite termination, after five years have elapsed. The Trustees may restore the membership of such a person by majority of those present and voting at a Trustees Meeting. In the event that the Life Subscription had been refunded, re-election shall be conditional upon the payment of the Life Subscription current at the time of reinstatement.

### **CHANGES TO THE RULES OF THE SOCIETY**

24.

- (ii) Any alteration to these Rules must first be proposed either
  - a. by the Trustees for adoption at an Annual General Meeting or at a Special General Meeting convened for the purpose in accordance with Rule 21
  - or
  - b. by notice in writing signed by not less than twenty-five Members of the Society and deposited with the Society Secretary not later than six calendar months before the date of the Annual or Special General Meeting at which they are to be considered,
  - and
  - c. must receive the assent of not less than two thirds of the Members present and voting at the meeting.
  - and
- (iii) Notice in writing setting out the terms of the proposed alteration shall be despatched by the Society Secretary to all Members whose addresses are known to the Society at least twenty-one days before the date of the meeting in accordance with Rule 19 or Rule 21, provided that any proposed changes to Rule 26 or this Rule 24 have received the prior approval of the Charity Commissioners or other authority having charitable jurisdiction in England and Wales. Electronic notification (e.g. email) will constitute written notice, where these details are known.

## **DISSOLUTION**

25. The Society may be dissolved only by a resolution passed at a Special General Meeting of Members, convened for this purpose pursuant to Rule 21, by a majority of not less than two thirds of the Members present in person or by proxy, a quorum at such a Special General Meeting being fifteen Members present or represented by proxy. Instruments appointing proxies for this purpose shall be in such form as the Trustees may decide and shall be lodged with the Society Secretary not less than forty-eight hours before the time and date appointed for the meeting. A proxy must be a Member of the Society and must attend the meeting to represent the Member.
26. On a dissolution, any assets remaining after the satisfaction of any proper debts and liabilities shall be given or transferred to such other charitable institution or institutions having objects similar to those of the Society or failing that shall be applied for some other charitable purpose as the Members of the Society may determine or failing that to Haileybury. A copy of the statement of accounts, or account and statement, for the final accounting period of the Society must be sent to the Charity Commissioners.

## **SUBSCRIPTIONS, DONATIONS, LEGACIES AND INVESTMENTS**

27. In the event that the value of the Society's investment portfolio falls below £1m, all Life Subscriptions paid by, or on behalf of, new Members shall be invested, unless the Trustees unanimously determine otherwise at a duly convened meeting of the Trustees.
28. A written acknowledgment from the Treasurer or the Society Secretary shall be an effective discharge for all donations, legacies or other monies at any time given or payable to the Society.
29. Investments shall be held in the name of a Bank or other nominee company agreed by the Trustees.

## **REGISTERED OFFICE**

30. The Registered office for the Society is 77 Railway Street, Hertford, SG14 1RP or such other location as the Trustees shall approve from time to time.